

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
	:
In re:	: Chapter 11
	:
GOL LINHAS AÉREAS INTELIGENTES S.A.,	: Case No. 24-10118 (MG)
<i>et al.</i> , ¹	:
	:
Debtors.	: (Jointly Administered)
	:
-----X	

**FIFTH SUPPLEMENTAL DECLARATION OF
EVAN R. FLECK IN SUPPORT OF DEBTORS' APPLICATION
FOR ENTRY OF AN ORDER AUTHORIZING EMPLOYMENT
AND RETENTION OF MILBANK LLP AS COUNSEL TO DEBTORS
AND DEBTORS-IN-POSSESSION EFFECTIVE AS OF THE PETITION DATE**

Pursuant to 28 U.S.C. § 1746, I, Evan R. Fleck, declare that the following is true to the best of knowledge, information, and belief:

1. I am a partner in the Financial Restructuring Group of Milbank LLP ("Milbank"), counsel to the debtors and debtors-in-possession (the "Debtors") in the above-captioned cases (the "Chapter 11 Cases"). I am admitted in, practicing in, and a member in good standing of, the bar of the State of New York and the bar of the United States District Court for the Southern District of New York.

2. On March 18, 2024, the Court entered the *Order Authorizing Employment and Retention of Milbank LLP as Counsel to Debtors and Debtors-in-Possession Effective as of the*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: GOL Linhas Aéreas Inteligentes S.A. (N/A); GOL Linhas Aéreas S.A. (0124); GTX S.A. (N/A); GAC, Inc. (N/A); Gol Finance (Luxembourg) (N/A); Gol Finance (Cayman) (N/A); Smiles Fidelidade S.A. (N/A); Smiles Viagens e Turismo S.A. (N/A); Smiles Fidelidade Argentina S.A. (N/A); Smiles Viajes y Turismo S.A. (N/A); Capitânia Air Fundo de Investimento Multimercado Crédito Privado Investimento no Exterior (N/A); Sorriso Fundo de Investimento em Cotas de Fundos de Investimento Multimercado Crédito Privado Investimento no Exterior (N/A); and Gol Equity Finance (N/A). The Debtors' service address is Praça Comandante Linneu Gomes, S/N, Portaria 3, Jardim Aeroporto, 04626-020 São Paulo, São Paulo, Federative Republic of Brazil.

Petition Date [Docket No. 292]. I submit this declaration (the “Supplemental Declaration”) to supplement the *Declaration of Evan R. Fleck in Support of Debtors’ Application for Entry of Order Authorizing Employment and Retention of Milbank LLP as Counsel to Debtors and Debtors-in-Possession Effective as of the Petition Date* [Docket No. 152, Exhibit B], filed on February 16, 2024 (the “Original Declaration”),² the *Supplemental Declaration of Evan R. Fleck in Support of Debtors’ Application for Entry of an Order Authorizing Employment and Retention of Milbank LLP as Counsel to Debtors and Debtors-in-Possession Effective as of the Petition Date* [Docket No. 282], filed on March 13, 2024 (the “First Supplemental Declaration”), the *Second Supplemental Declaration of Evan R. Fleck in Support of Debtors’ Application for Entry of an Order Authorizing Employment and Retention of Milbank LLP as Counsel to Debtors and Debtors-in-Possession Effective as of the Petition Date* [Docket No. 430], filed on April 5, 2024 (the “Second Supplemental Declaration”), the *Third Supplemental Declaration of Evan R. Fleck in Support of Debtors’ Application for Entry of an Order Authorizing Employment and Retention of Milbank LLP as Counsel to Debtors and Debtors-in-Possession Effective as of the Petition Date* [Docket No. 680], filed on June 3, 2024 (the “Third Supplemental Declaration”), and the *Fourth Supplemental Declaration of Evan R. Fleck in Support of Debtors’ Application for Entry of an Order Authorizing Employment and Retention of Milbank LLP as Counsel to Debtors and Debtors-in-Possession Effective as of the Petition Date* [Docket No. 945], filed on September 16, 2024 (the “Fourth Supplemental Declaration,” and together with the Original Declaration, the First Supplemental Declaration, the Second Supplemental Declaration, and the Third Supplemental Declaration, the “Prior Declarations”).

² Capitalized terms used but not otherwise defined herein have the respective meanings ascribed to them in the Original Declaration.

3. Unless otherwise stated in this Supplemental Declaration, I have personal knowledge of the facts set forth herein, and if called as a witness, I would testify thereto. Certain of the disclosures set forth herein relate to matters not within my personal knowledge but rather within the knowledge of other attorneys and employees at Milbank and are based on information provided to me by them.

4. As previously noted, Milbank has reviewed and will review its files periodically during the pendency of these Chapter 11 Cases to ensure that no conflicts or other disqualifying circumstances arise. If any new relevant facts or relationships are discovered or arise, Milbank will use reasonable efforts to identify such developments and will promptly file a supplemental declaration, as required by Rule 2014(a) of the Federal Rules of Bankruptcy Procedure and Rule 2014-1(a) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York.

ADDITIONAL DISCLOSURES

5. In connection with the Original Declaration, Milbank obtained from the Debtors and their agents the names of individuals and entities that may be parties in interest in these Chapter 11 Cases, and such parties were listed on Schedule 1 attached to the Original Declaration (collectively, the “Potential Parties in Interest List”). Since entry of the Retention Order, Milbank has conducted additional searches of its client database for its connections to individuals, entities, or their affiliates listed in the Potential Parties in Interest List as part of its regular review of its files and monitoring of these Chapter 11 Cases. Based upon these searches, Milbank has identified additional entities not set forth in the Prior Declarations that Milbank represents, or has represented, within the last three years, in matters unrelated to the Debtors, the Chapter 11 Cases, or such entities’ claims against, and interests in, the Debtors. The list on **Schedule 1** includes such

entities identified in these searches and the status of matters in which Milbank represents them.

6. No single client of Milbank listed on Schedule 1 accounted for more than 1% of Milbank's gross revenues for the years ending on December 31, 2023, or December 31, 2024.

7. Rachael Siegel, a trial attorney for Region 2 of the U.S. Trustee Program, was recently assigned to these Chapter 11 Cases. Ms. Siegel was formerly a Milbank summer associate from May 2016 to July 2016 and a Milbank associate from August 2017 to January 2019. While at Milbank, Ms. Siegel did not perform any work related to the Debtors or these Chapter 11 Cases.

8. Other than as set forth in the Prior Declarations, Milbank does not presently, has not in the past, and will not in the future, represent such entities in connection with the Debtors or these Chapter 11 Cases, and Milbank does not have, to my knowledge, any current relationship with any such entity which would be adverse to the Debtors or their respective estates.

9. Therefore, based upon the internal review, Milbank believes that it is a "disinterested person," as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and, as required by section 327(a) and referenced by section 328(c) of the Bankruptcy Code, neither holds nor represents any interest adverse to the Debtors or their estates, in that Milbank, its partners, counsel, and associates:

- (a) are not creditors, equity security holders, or insiders of the Debtors;
- (b) are not and were not, within two years before the date of the filing of the Debtors' chapter 11 petitions, a director, officer, or employee of the Debtors; and
- (c) do not hold or represent any interest that is materially adverse to the interests of the Debtors' estates, or any class of creditors or equity security holders of the Debtors, by reason of Milbank's direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, other than as set forth herein.

10. Subject to the foregoing, to the best of my knowledge, neither I, Milbank, nor any

partner, counsel, or associate of Milbank has any material connection with the Debtors, their creditors, the United States Trustee or any of its employees, any other party in interest, or their respective attorneys or accountants in these Chapter 11 Cases, except as set forth in this Supplemental Declaration or the Prior Declarations.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: New York, New York
February 5, 2025

Respectfully submitted,

/s/ Evan R. Fleck

Evan R. Fleck
Partner, Milbank LLP

SCHEDULE 1

Supplemental Disclosure Schedule

Party Name¹	Relationship to Debtors²	Relationship to Milbank³
Citibank N.A.	Depository Bank	Current client on matters unrelated to the Debtors or these cases
Citigroup Inc.	Depository Bank	Current client on matters unrelated to the Debtors or these cases
Grupo Financiero Banamex	Depository Bank	Affiliate of former client on matters unrelated to the Debtors or these cases
Kornerstone Airlease No. 1 Limited	Notice of Appearance	Affiliate of current client on matters unrelated to the Debtors or these cases
Livello Capital Special Opportunities Master Fund LP	GOL 2026 Noteholder	Affiliate of current client on matters unrelated to the Debtors or these cases
Pioneer Aircraft Leasing Three Limited	Notice of Appearance	Affiliate of current client on matters unrelated to the Debtors or these cases
T-Mobile	Utility Provider	Current client on matters unrelated to the Debtors or these cases

¹ Where a party and the Debtors have multiple relationships, such parties are listed under each applicable category in the Debtors' Potential Parties in Interest List. However, many entries with only minor differences appear to be referring to the same party. In such instances, alternate party names are listed herein.

² This column lists the relationship(s) between the party and the Debtors as reported on the Debtors' Potential Parties in Interest List.

³ A "current client" is an entity for which there are, as of the date hereof, active matters on which Milbank is engaged. Milbank does not represent any "potential" clients in matters related to the Debtors or these cases. Please note that the identification of a party in interest herein is not an admission of a conflict, disabling or otherwise.